

Nominating and Corporate Governance Committee Charter

I. PURPOSE

The purposes of the Nominating and Corporate Governance Committee shall be to:

1. Identify individuals qualified to become members of the Board of Directors
2. Recommend individuals to the Board as director nominees and recommend directors to serve as members of Board committees
3. Develop and recommend to the Board a set of corporate governance guidelines
4. Develop and recommend to the Board programs, policies and practices

II. STRUCTURE

The Nominating and Corporate Governance Committee shall consist of not less than three directors as appointed by the Board of Directors. Members may be removed by the Board of Directors in its discretion.

Each member of the Committee shall be independent as defined by 2(o)-9(- re6(nde)JFETQ(mm)-3(Y

Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action. The Committee may act by unanimous consent without a meeting. Subject to legal and regulatory requirements and the requirements of the NYSE, the Committee may also delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. DUTIES, RESPONSIBILITIES AND AUTHORITY

1. Establish criteria for selecting new members of the Board of Directors.
2. Lead the search for candidates qualified to become members of the Board of Directors, with consideration given to diversity, including (but not limited to) race, gender, sexual orientation and gender identity, nationality, ethnicity, professional background, and geographic and industry experience, and recommend individuals to the Board as director nominees.
3. Review and recommend to the Board the structure and recommend to the Board for its approval directors to serve as members of each Board committee.
4. Develop and recommend to the Board and annually review a set of corporate governance guidelines.
5. Ensure that an appropriate Code of Business Conduct and Ethics is in place and review the Compliance Program designed by management to ensure that its content (including health and safety programs)

